

2-365A064

December 30, 1992

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 15336-15
FILED 1425
DEC 30 1992 - 3 22 PM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation in your office pursuant to the provisions of 49 U.S.C. 11303 are four original counterparts of a Partial Termination and Release of Security Interest dated as of December 30, 1992 (the "Release"), a secondary document as defined in the Interstate Commerce Commission's Rules for the Recordation of Documents, 49 C.F.R. §1177. The primary documents to which the enclosed Partial Release is connected are (i) that certain Security Agreement (Equipment Mortgage and Assignment of Leases) dated as of October 11, 1987 by WCL Railcars, Inc. ("Railcars") in favor of The Bank of New York (formerly known as Irving Trust Company) ("BNY") (Recordation Number 15336; Recorded on October 20, 1987), as amended and restated pursuant to that certain Amended and Restated Security Agreement (Equipment Mortgage and Assignment of Leases) dated November 23, 1992 by Railcars in favor of BNY, as agent (Recordation Number 15336-F; Recorded on December 10, 1992); and (ii) that certain Security Agreement (Equipment Mortgage and Assignment of Leases) dated as of January 11, 1988 by Railcars in favor of BNY (Recordation Number 15496; Recorded on February 4, 1988).

One original counterpart Partial Release should be placed in the proper recordation files relating to the agreements filed under Recordation Number 15336 and 15336-F, and one original counterpart Partial Release should be placed in the proper recordation files relating to the agreement filed under Recordation Number 15496.

The name and address of the party to the enclosed Partial Release is as follows:

Secured Party: The Bank of New York
One Wall Street
New York, New York 10286

The property covered by the enclosed Partial Release includes solely the railroad cars identified on attached Schedule I.

Please return any stamped original counterparts of the enclosed Partial Release not required for your files to Charles Kappler, Alvord & Alvord, 200 World Trade Center Building, 918 Sixteenth Street, N.W., Washington, D.C. 20006-2973.

Enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the recordation fee.

A short summary of the equipment covered by the enclosed secondary document to appear in the Interstate Commerce Commission's files is as follows:

50 rebuilt plate B 70-ton boxcars bearing WC road numbers and 20 rebuilt 70-ton flatcars bearing WC road numbers in the 35000 series.

The Bank of New York

By: Leslie V. Godridge

SCHEDULE I

	OLD NUMBER	NEW NUMBER	DATE RELEASED
1.	WC 18230	WC 26553	09/09/92
2.	WC 18224	WC 26330	09/21/92
3.	WC 18156	WC 26524	11/16/92
4.	WC 18106	WC 26503	09/30/92
5.	WC 18086	WC 26496	10/08/92
6.	WC 18050	WC 26485	10/15/92
7.	WC 18028	WC 26476	10/14/92
8.	WC 18006	WC 26465	10/03/92
9.	WC 18002	WC 26463	10/19/92
10.	WC 17950	WC 26440	10/28/92
11.	WC 17942	WC 26436	10/16/92
12.	WC 17914	WC 26425	10/22/92
13.	WC 17912	WC 26424	10/21/92
14.	WC 17490	WC 26417	11/10/92
15.	WC 17428	WC 26396	10/28/92
16.	WC 17408	WC 26390	10/30/92
17.	WC 17406	WC 26389	11/06/92
18.	WC 17382	WC 26381	11/02/92
19.	WC 17374	WC 26380	11/12/92
20.	WC 17360	WC 26373	11/03/92
21.	WC 17326	WC 26362	11/23/92
22.	WC 17302	WC 26353	11/18/92
23.	WC 17294	WC 26351	
24.	WC 17262	WC 26343	11/16/92
25.	WC 17256	WC 26340	11/13/92
26.	WC 17238	WC 26333	12/02/92
27.	WC 17204	WC 26328	11/19/92
28.	WC 17198	WC 26326	11/24/92
29.	WC 17182	WC 26320	12/04/92
30.	WC 17172	WC 26317	12/01/92
31.	WC 17162	WC 26316	
32.	WC 17144	WC 26310	
33.	WC 16822	WC 26242	
34.	WC 16820	WC 26241	
35.	WC 16816	WC 26240	
36.	WC 16758	WC 26229	
37.	WC 16744	WC 26224	
38.	WC 16728	WC 26219	
39.	WC 16714	WC 26216	
40.	WC 16710	WC 26213	
41.	WC 16664	WC 26199	
42.	WC 16614	WC 26185	
43.	WC 17444	WC 26402	11/04/92
44.	WC 18096	WC 26501	10/26/92
45.	WC 18158	WC 26525	09/29/92
46.	WC 18196	WC 26538	11/30/92
47.	WC 18194	WC 26537	
48.	WC 17224	WC 26334	
49.	WC 18220	WC 26548	
50.	WC 17126	WC 26303	

EDM

NEW CAR NUMBER**OLD CAR NUMBER****ORIGINAL SOO NUMBER**

WC 35600
WC 35601
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Interstate Commerce Commission
Washington, D.C. 20423

12/92

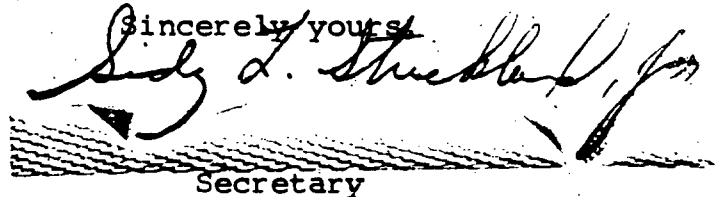
OFFICE OF THE SECRETARY

WCL Railcars Inc
P.O.Box 5062
Rosemont, IL. 60017

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/30/92 at 3:20pm, and assigned re-recording number(s). 15336-G, 15496-D & 18036-A

Sincerely yours



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30
(7/79)

RECORDATION # 15336-14

DEC 30 1992-3 20 PM

**PARTIAL TERMINATION AND RELEASE
OF SECURITY INTEREST**

INTERSTATE COMMERCE COMMISSION

The undersigned, The Bank of New York (formerly known as Irving Trust Company) ("BNY"), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates, releases and discharges its security interest, lien, chattel mortgage and other interest in and to the railway cars and other rolling stock specifically identified on attached Schedule I to this Partial Termination and Release (the "Equipment"), which security interests were granted pursuant to the following agreements, previously recorded with the Interstate Commerce Commission ("ICC"):

(i) that certain Security Agreement (Equipment Mortgage and Assignment of Leases) dated as of October 11, 1987 by WCL Railcars, Inc. ("Railcars") in favor of BNY (Recordation Number 15336; Recorded on October 20, 1987), as amended and restated pursuant to that certain Amended and Restated Security Agreement (Equipment Mortgage and Assignment of Leases) dated November 23, 1992 by Railcars in favor of The Bank of New York, as agent for the certain banks (Recordation Number 15336-F; Recorded on December 10, 1992); and

(ii) that certain Security Agreement (Equipment Mortgage and Assignment of Leases) dated as of January 11, 1988 by Railcars in favor of BNY (Recordation Number 15496; Recorded on February 4, 1988).

The security interest, chattel mortgage and other interests being terminated and released pertain solely to the Equipment; BNY's security interest, chattel mortgage and other interests granted pursuant to the agreements referred to in subparts (i) and (ii) above, with respect to collateral other than the specified Equipment, otherwise remain intact and unaffected by this partial termination and release.

Executed as of this 29th day of December, 1992.

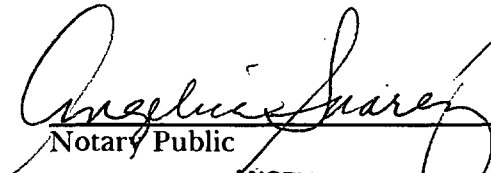
The Bank of New York

By: Lester V. Godridge
Its: Senior Vice President

State of New York)
) ss:
County of New York)

On this 29th day of December, 1992, before me personally appeared Leslie V. Goddard, to me personally known, who, being by me duly sworn, says that (s)he is a Gr. Vice President of The Bank of New York, that (s)he is duly authorized to sign the foregoing instrument on behalf of The Bank of New York, and that said instrument was signed on behalf of The Bank of New York, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of The Bank of New York.

(Notarial Seal)


Notary Public
ANGELICA SUAREZ
Notary Public, State of New York
No. 31-4961813
Qualified in New York County
Commission Expires Jan. 5, 1993

My Commission Expires: 2/5/94

SCHEDULE I
TO
PARTIAL TERMINATION
AND RELEASE
OF
SECURITY INTEREST

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